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Form No. 27  
RSA 293-A:76 and 78

ARTICLES OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO  
FOREIGN PARENT CORPORATION

**FILED**  
DEC 22 1986  
NEW HAMPSHIRE  
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF SECTIONS 76 AND 78 OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING A SUBSIDIARY CORPORATION INTO THE UNDERSIGNED AS THE SURVIVING FOREIGN CORPORATION:

FIRST: The undersigned foreign corporation is incorporated under the laws of Massachusetts and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized.

(Insert Plan of Merger)

[If more space is needed, attach additional sheet(s)]

See continuation sheets 2A through 2E.

Articles of Merger  
Heilind Electronics, Inc.  
Federal Identification No. 04-2534289

VOTED: That the mergers with and into the Corporation of (i) North American Interconnect, Inc., a New Hampshire corporation ("NAI"), 10 (100%) shares of the issued and outstanding common stock of which are owned by the Corporation, and (ii) Heilind Electronics of Phoenix, Inc., an Arizona corporation ("HEP"), 100 (100%) shares of the issued and outstanding common stock of which are owned by the Corporation, are desirable and in the best interests of the Corporation and its shareholders because such merger will, among other things, simplify the corporate structure of the Corporation, and will enable the Corporation to elect Subchapter S status under the Internal Revenue Code of 1986.

VOTED: That NAI and HEP be merged with and into the Corporation pursuant to the provisions of Massachusetts General Laws, Chapter 156B, Section 82, the New Hampshire Business Corporation Act, §§293-A:76 and 293-A:78, and the Arizona Business Corporation Act, §§10-075 and 10-077, such merger to be on the terms and conditions set forth in the Plan of Merger attached hereto as Exhibit A, which Plan of Merger is hereby adopted and approved; that the effective date of such merger shall be determined, and such merger may be abandoned, in the manner specified in such Plan of Merger.

VOTED: That the Corporation hereby waives the necessity of mailing a copy of the plan of merger to it pursuant to §10-075 of the Arizona Business Corporation Act and §293-A:76 of the New Hampshire Business Corporation Act.

VOTED: That the mergers of NAI and HEP with and into the Corporation shall each constitute a complete liquidation of a subsidiary pursuant to §332 of the Internal Revenue Code of 1986.

VOTED:

That the President, Treasurer and Clerk of the Corporation, and each of them, be and they hereby are authorized and directed on behalf of the Corporation (i) to execute and cause to be filed with the Secretary of State of the Commonwealth of Massachusetts, the Secretary of State of New Hampshire, and the Secretary of State of Arizona Articles of Merger and any other documents relating to such merger, as required by Massachusetts General Laws, Chapter 156B, Section 82(b), the New Hampshire Business Corporation Act, §§293-A:76 and 293-A:78 and the Arizona Business Corporation Act, §§10-075 and 10-077; and (ii) to take any and all other action as may be required by law in connection with such merger; that the above-named officers, and each of them, be and they hereby are authorized to execute and deliver, on behalf of the Corporation, such other instruments, and to pay all such fees and take all such action as they in their sole discretion deem necessary or appropriate to accomplish the mergers of NAI and HEP into the Corporation, in every case such execution and delivery, payment, or action to be conclusively authorized by this vote.

VOTED:

That copies of said Articles of Merger as filed with the Secretary of State of the Commonwealth of Massachusetts, the Secretary of State of New Hampshire, and the Secretary of State of Arizona be filed with the records of the Corporation, immediately following this Consent.

Exhibit A

PLAN OF MERGER dated December 15, 1986, with respect to the merger with and into Heilind Electronics, Inc. ("Heilind") of North American Interconnect, Inc. ("NAI") and Heilind Electronics of Phoenix, Inc. ("HEP").

§1. Merger. Subject to the provisions of §5 hereof, upon the Effective Date (as defined in §2 hereof);

(a) NAI and HEP shall be merged into Heilind and the separate existence of NAI and HEP shall cease. Such merger shall constitute a complete liquidation of NAI and HEP into Heilind pursuant to §332 of the Internal Revenue Code of 1986.

(b) Heilind shall continue as the "Surviving Corporation" (which term shall hereinafter mean Heilind on and after the Effective Date), shall continue to be organized under and governed by the laws of the Commonwealth of Massachusetts, and shall continue to be named "Heilind Electronics, Inc."

(c) All of the estate, property, rights, privileges, powers and franchises of Heilind, NAI and HEP and all debts due on whatever account to either of them, as well as all stock subscriptions and other choses in action belonging to either of them, shall be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation shall be deemed to have assumed, and shall be liable for, all liabilities and obligations of Heilind, NAI and HEP in the same manner and to the same extent as if the Surviving Corporation had itself incurred such liabilities or obligations. The merger shall have such other effects as are provided by applicable law.

(d) The Articles of Organization and the By-Laws of Heilind immediately prior to the Effective Date shall be, until further amended, the Articles of Organization and the By-Laws of the Surviving Corporation. The Surviving Corporation shall have all of the purposes and powers of Heilind as set forth in said Articles of Organization or as otherwise provided by law. No changes of the Articles of Organization of the Surviving Corporation shall be effected by the merger.

(e) The authorized capital stock of Heilind immediately prior to the Effective Date (as described in §3.1 hereof) shall be the authorized capital stock of the Surviving Corporation, until further increased or decreased in accordance with law.

(f) The director of Heilind immediately prior to the Effective Date shall be the director of the Surviving Corporation, which director shall continue to hold office from the Effective Date until the annual meeting of the stockholders of the Surviving Corporation in 1987, and until their successors shall be elected and qualified.

(g) The officers of Heilind immediately prior to the Effective Date shall be the officers of the Surviving Corporation, which officers shall continue to hold office from the Effective Date until the annual meeting of the Board of Directors of the Surviving Corporation in 1987, and until their successors shall be elected or appointed, and qualified.

(h) The principal office of Heilind immediately prior to the Effective Date shall be the principal office of the Surviving Corporation, which is 58 Johnspin Road, Wilmington, Massachusetts 01887.

§2. Conditions of Merger; Effective Date. The Effective Date of the merger shall be the close of business on December 22, 1986, provided that prior to such date:

(a) Articles of Merger, in the form required by Section 82 of Chapter 156B of the General Laws of Massachusetts shall have been filed with the Secretary of State of the Commonwealth of Massachusetts; and

(b) Articles of Merger, in the form required by the New Hampshire Business Corporation Act, §§293-A:76 and the Arizona Business Corporation Act, §10-075, shall have been delivered for filing to the Secretary of State of New Hampshire and the Secretary of State of Arizona, respectively.

§3. Capital Stock.

§3.1. Heilind. The authorized capital stock of Heilind consists of 10 shares of Common Stock, without par value ("Heilind Common Stock"), of which 10 shares are issued and outstanding.

§3.2. NAI. The authorized capital stock of NAI consists of 300 shares of Common Stock, without par value ("NAI Common Stock"), of which 10 shares are issued and outstanding, and owned by Heilind.

§3.3. HEP. The authorized capital stock of HEP consists of 1,000,000 shares of Common Stock, without par value ("HEP Common Stock"), of which 100 shares are issued and outstanding, and owned by Heilind.

§4. Conversion of Stock Upon Merger. The manner of converting the issued and outstanding stock of Heilind, NAI and HEP into stock of the Surviving Corporation shall be as follows:

(a) Each share of Heilind Common Stock shall remain outstanding as a share of Common Stock of the Surviving Corporation.

(b) On the Effective Date, (i) all shares of NAI Common Stock and HEP Common Stock owned by Heilind shall be cancelled and all rights in respect thereof shall cease, and (ii) any treasury shares owned by NAI and HEP shall be cancelled.

§5. Abandonment of Merger. The merger may be abandoned by action of the Board of Directors of Heilind, at its sole discretion, at any time prior to the Effective Date.

ARTICLES OF MERGER OF DOMESTIC SUBSIDIARY  
CORPORATION INTO FOREIGN PARENT CORPORATION

Form No. 27  
(1981)

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
North American Interconnect, Inc.	10	Common Stock	10

FOURTH: A copy of the Plan of Merger set forth in Article Second was mailed on \_\_\_\_\_ to each shareholder of the subsidiary corporation of record \_\_\_\_\_ (Note 1). The surviving corporation is the sole shareholder of the subsidiary corporation, and waived such mailing by waiver dated December 15, 1986.

FIFTH: The undersigned surviving foreign corporation hereby:  
(a) agrees that it may be served with process in the State of New Hampshire in any proceeding for the enforcement of any obligation of the domestic subsidiary corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the domestic subsidiary corporation against the surviving corporation;  
(b) irrevocably appoints the Secretary of State of New Hampshire as its agent to accept service of process in any such proceeding; and  
(c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the New Hampshire Business Corporation Act with respect to the rights of dissenting shareholders.\*

\*The surviving corporation is the sole shareholder of the subsidiary corporation.

Dated December 15, 1986

HEILIND ELECTRONICS, INC. (Note 2)

By [Signature] (Note 3)  
Robert W. Clapp, Its President and Clerk

~~and~~ ~~its Secretary~~ (Note 3)

- Notes:
1. Insert date plan mailed to each shareholder of subsidiary and record date for mailing. If all shareholders waived such mailing, insert statement to this effect and date of waiver.
  2. Exact name of parent corporation executing Articles.
  3. Signatures and titles of officers signing for the corporation. Must be signed by President or Vice-President and Secretary or Assistant Secretary.

Mail fee and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:  
Secretary of State, Rm. 204, State House, Concord, NH 03301-4989